

ABIOMED INC
Form 4
August 10, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTTER MARTIN P

(Last) (First) (Middle)
22 CHERRY HILL DRIVE
(Street)
DANVERS, MA 01923
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	08/08/2012		A	5,333 (7)	A \$ 0 88,104	D	
Common Stock, \$0.01 par value					946,818	I	Essex Woodland Health Ventures, VI, LP ⁽¹⁾
Common Stock, \$0.01 par					2,203,182	I	Essex Woodlands Health

value

Ventures
Fund VII,
LP ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy) ⁽³⁾	\$ 13.91					05/20/2009 ⁽⁴⁾ 05/20/2018	Common Stock	25,000
Stock Option (right to buy) ⁽⁵⁾	\$ 18.63					08/12/2009 ⁽⁶⁾ 08/13/2018	Common Stock	12,000
Stock Option (right to buy) ⁽⁵⁾	\$ 7.67					08/11/2010 ⁽⁶⁾ 08/12/2019	Common Stock	12,000
Stock Option (right to buy) ⁽⁵⁾	\$ 9.99					08/10/2011 ⁽⁶⁾ 08/11/2020	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reporting Owners				

SUTTER MARTIN P
22 CHERRY HILL DRIVE X
DANVERS, MA 01923

Signatures

/s/ Ian W. McLeod (by power of attorney)

08/10/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are held by Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter is a managing director of the general partner of the general part of the partnership that owns the reported securities. as a managing direct or Essex Woodlands Health Ventures, Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

(2) These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a managing director of the general partner of the general part of the partnership that owns the reported securities. as a managing direct or Essex Woodlands Health Ventures, Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

(3) Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.

(4) These options become exercisable in annual 20% increments commencing on the date shown forth in Table II, Column 6.

(5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

(6) This option becomes exercisable in full on the date set forth in Table II, Column 6.

(7) Represents the grant of a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on August 8, 2013, August 8, 2014, and August 8, 2015, so long as he continues to be an active director of the issuer on each of the vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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